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BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

September 28, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

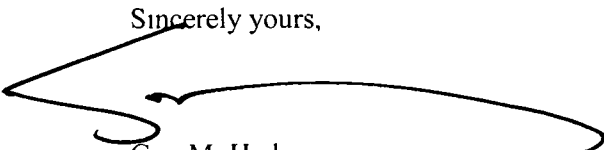
Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00321

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated January 1, 2001. The Amendment relates to Local Portability recovery.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc W. Richard Morris, Sprint Communications Company L.P.
James Wright, Esq. Sprint Communications

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Sprint Communications Company Limited Partnership and Sprint Communications Company L P Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND SPRINT COMMUNICATIONS COMPANY LIMITED PARTNERSHIP
AND SPRINT COMMUNICATIONS COMPANY, LP
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. ("Sprint CLEC") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 1, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Sprint CLEC and BellSouth state the following:

1. Sprint CLEC and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Sprint CLEC. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on September 9, 2002

2. The parties have recently negotiated an Amendment to the Agreement which relates to Local Portability recovery. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Sprint CLEC and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Sprint CLEC within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Sprint CLEC and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(1) of the Act and FCC Order No. 04-164, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Sprint CLEC and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 28th day of July, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

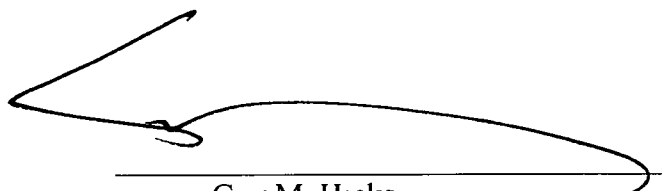
CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 28th day of July, 2004.

W. Richard Morris
Vice President – State External Affairs
6450 Sprint Parkway
Mailstop KSOPHN0214
Overland Park, KS 66215

Sprint PCS
Attention: Legal Regulatory Department
Mailstop: KSOPH10414
6160 Sprint Parkway, Bldg. 9
Overland park, KS 66251

Sprint PCS
Manager: Carrier Interconnection Management
Mailstop: KSKOPAM101
11880 College Blvd.
Overland Park, KS 06210


Guy M. Hicks

**Amendment
To the
Interconnection Agreement
Between
Sprint Communications Company Limited Partnership
Sprint Communications Company L.P.
Sprint Spectrum L. P.
and
BellSouth Telecommunications, Inc.
Dated January 1, 2001**

Pursuant to this Amendment, (the "Amendment"), Sprint Communications Company Limited Partnership and Sprint Communications Company L P , (collectively referred to as "Sprint CLEC"), a Delaware Limited Partnership, and Sprint Spectrum L.P., a Delaware limited partnership, as agent and General Partner for WirelessCo. L P., a Delaware limited partnership, and SprintCom, Inc , a Kansas corporation, all foregoing entities jointly d/b/a Sprint PCS (Sprint PCS), (Sprint), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 1, 2001 (Agreement) to be effective upon the date of the last signature executing the Amendment

WHEREAS, BellSouth and Sprint entered into the Agreement on January 1, 2001, and;

WHEREAS, BellSouth and Sprint are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No 95-116, released April 13, 2004,

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

1. The Parties agree to delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language as Section 9.9 and as Section 14.4 of Attachment 2
 - In addition to other charges specified in this Agreement for Local Number Portability Sprint shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff, as applicable
3. All of the other provisions of the Agreement dated January 1, 2001 shall remain unchanged and in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 8/23/04

**Sprint Communications Company
Limited Partnership**

By: 

Name: W. Richard Morris

Title: Vice President – External Affairs

Date: 8-19-04

Sprint Spectrum L. P.

By: 

Name: W. Richard Morris

Title: Vice President – External Affairs

Date: 8-19-04